

EXHIBIT OO

**TO DECLARATION OF MATTHEW D. BROWN
IN SUPPORT OF FACEBOOK, INC.'S OPPOSITION
TO PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

[PUBLIC DOCUMENT]

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As filed with the Securities and Exchange Commission on February 1, 2012

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**Form S-1
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

Facebook, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7370
(Primary Standard Industrial
Classification Code Number)

20-1665019
(IRS Employer
Identification No.)

Facebook, Inc.
1601 Willow Road
Menlo Park, California 94025
(650) 308-7300

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

David A. Ebersman
Chief Financial Officer
Facebook, Inc.
1601 Willow Road
Menlo Park, California 94025
(650) 308-7300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box ☐If this Form is filed on a security that is an offering pursuant to Rule 462(b) under the Securities Act, check the following box and state the Securities Act registration number of the effective registration statement for the same offering ☐If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and state the Securities Act registration number of the effective registration statement for the same offering ☐If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and state the Securities Act registration number of the effective registration statement for the same offering ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "a large accelerated filer", "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer ☐Non-accelerated filer ☒ (Do not check for a small reporting company)Accelerated filer ☐Small reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾ (2)	Amount of Registration Fee
Class A Common Stock, \$0.000006 par value	\$5,000,000,000	\$573,000

(1) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) of the Securities Act of 1933, as amended

(2) Includes shares that have been or will be purchased or covered by any

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	As of December 31, 2011		
	Actual	Pro Forma ⁽¹⁾	Pro Forma Adjusted ⁽²⁾⁽³⁾
(in millions)			
Consolidated Balance Sheet Data:			
Cash, cash equivalents, and marketable securities	\$3,908	\$3,908	\$
Working capital	3,705	4,034	
Property and equipment, net	,475	,475	
Total assets	6,33	6,660	
Total liabilities	,432	,432	
Additional paid in capital	2,684	4,267	
Retained earnings	,606	967	
Total stockholders' equity	4,899	5,228	
<p>(1) The pro forma consolidated balance sheet data as of December 31, 2011 presented in the consolidated balance sheet data is a pro forma effect of the automatic conversion of all of our outstanding shares of convertible preferred stock into shares of Class B common stock in connection with our initial public offering and of the automatic effect of a share-based compensation expense of approximately \$968 million associated with RSUs granted prior to 2011, for which the service condition was satisfied as of December 31, 2011 and which we expect to record upon completion of our initial public offering, as further described in "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Capital Accounting Policies and Estimates," "Share-based Compensation" in the pro forma adjustments made to the share-based compensation expense of approximately \$968 million has been reflected as an increase to additional paid-in capital and the associated tax effect of \$329 million has been netted against this charge, resulting in a net reduction of \$639 million to the net earnings. The income tax effects have been reflected as an increase to deferred tax assets netted in prepaid expenses and other current assets to reflect the anticipated future tax benefits upon settlement of these RSUs.</p> <p>(2) The pro forma adjusted consolidated balance sheet data reflects the items described in footnote (1) above and our receipt of the proceeds from the sale of shares of Class A common stock that we are offering in an assumed initial public offering price of the Class A common stock of \$10 per share, the midpoint of the price range on the cover page of this prospectus, after deducting the expenses incurred under the offering and discounts and commissions and the offering expenses payable by us. A \$1.00 increase (decrease) in the assumed initial public offering price of \$10 per share would increase (decrease) each of cash, cash equivalents, and marketable securities, working capital, additional paid-in capital, and total stockholders' equity by \$10 million, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same, and after deducting the expenses incurred under the offering and discounts and commissions.</p> <p>(3) The pro forma adjusted information discussed above is based on the actual initial public offering price and other terms of our initial public offering determined a priori.</p>			